

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			CONTRACT ID CODE D0-C9(U)	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. P00001	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-00/NAVRIS#1058584	5. PROJECT NO. (if applicable) N.A.	
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A	

OFFICE OF NAVAL RESEARCH
ONR 251 VERA CARROLL (703) 696-2610
E-mail: vera.carroll@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FESDERA; SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602	(*) 9A. AMENDMENT OF SOLICITATION NO. N.A. 9B. DATED (SEE ITEM 11) 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 September 2010
CODE 326T5	FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEET(S)

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(*) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. <input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b). <input type="checkbox"/>
C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/>	
D. OTHER (Specify type of modification and authority) <input checked="" type="checkbox"/> This modification is issued pursuant to FAR 43.103(b) Unilateral Modification and FAR 52.232-22 "Limitation of Funds"	

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to add an increment of funding in the amount of \$2,054.00 to fully fund the Base (CLIN 0001) under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Keneshia Y. Hargrave CONTRACTING OFFICER	
15B. CONTRACTOR/OFFEROR (Signature of person authorized to sign)	15C. DATE SIGNED	16B. DATE SIGNED 12/6/2010	16C. DATE SIGNED 12/6/2010

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

4. EXCEPT AS PROVIDED HEREIN, ALL OTHER TERMS AND CONDITIONS OF CONTRACT NUMBER N00014-10-C-0246 REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

EFFECTIVE AS THE DATE OF THIS MODIFICATION:

1. The funds cited on the attached Financial Accounting Data Sheet is hereby made available for the performance of this contract.
2. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(3)	(b)(4)	\$646,054.00
	000101 ACRN AA: \$ (b)(4) 000102 ACRN AB: \$ (b)(4) 000103 ACRN AC: \$ (b)(4)			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(3)	(b)(4)	\$2,824,177.00
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(3)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(3)	(b)(4)	\$646,054.00

NSP = Not Separately Priced.

3. As a result of this modification Section G, paragraph 1.3 entitled "Allotment of Funds" is removed in its entirety.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
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1 4

2. AMENDMENT/MODIFICATION NO. P00002	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-02/NAVRIS#1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	CODE N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A
OFFICE OF NAVAL RESEARCH ONR 251 Timothy Ward (703) 696-4713 E-mail: timothy.j.ward.ctr@navy.mil 875 North Randolph Street, Suite OLC W1278A Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91346-9608	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL; SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602			(*) 9.A. AMENDMENT OF SOLICITATION NO. N.A. <input type="checkbox"/> 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 September 2010
CODE 326T5	FACILITY CODE		

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEET(S)

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(*) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. <input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b). <input type="checkbox"/>
C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION: D. OTHER (Specify type of modification and authority) <input checked="" type="checkbox"/> This modification is issued pursuant to FAR 43.103(b) "Unilateral Modification" FAR 52.217-9, Option to Extend the Term of the Contract	

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to exercise and incrementally fund Option I, (CLIN 0002) in the amount of \$250,000.00 under the contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER		
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED 2/2/2011
(Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVOCNR OVERPRINT (3-88)		(Signature of Contracting Officer) 30-105	

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

EFFECTIVE AS THE DATE OF THIS MODIFICATION:

1. Option I (CLIN 0002) is hereby exercised in the amount of \$2,824,177.00.
2. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting Data sheets.
3. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	(b) (4)	\$646,054.00
	000101 ACRN AA: (b) (4) 000102 ACRN AB: (b) (4) 000103 ACRN AC: (b) (4)			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000101 ACRN AD: (b) (4) 000102 ACRN AC: (b) (4)	(b) (4)	(b) (4)	\$2,824,177.00
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b) (4)	(b) (4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT		(b) (4)	(b) (4)	\$3,470,231.00

4. In Section F entitled "Deliveries or Performance" is hereby deleted and revised as follows:

1. The Research effort performed under CLIN 0001 shall be conducted from date of contract award (21 Sept 2010) through six (6) months thereafter.
2. **The research effort performed under Option I (CLIN 0002) shall be conducted during the period from the effective date of the option exercise through twenty-four (24) months.**
3. If Option II is exercised, the research effort performed under CLIN 0003 shall be conducted during the period from the effective date of the option through thirty (30) months thereafter.
4. CLIN 0004 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 4 below.
5. CLIN 0005 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 6 below.
6. Distribution, consignment and marking instructions for all reports and data shall be F.O.B. Destination in accordance with Enclosure Number 1 of Exhibit A. The address for the cognizant Program Officer is as follows:

Naval Research Laboratory (NRL)
Maritime Sensing Section
Attn: Jonathan Nichols, Code: 5673
4555 Overlook Avenue
Washington, DC 20375

Ref: Contract N00014-10-C-0246

5. In Section G, paragraph 1.3 entitled "The Allotment of Funds" clause is revised to read as follows:

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4).
- (b) It is hereby understood and agreed that CLIN 0001 has been fully funded.
- (c) **It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177.00; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0002 of this contract is (b) (4); including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount**

allotted of (b)(4) will cover the period from date of award through two (2) months thereafter.

6. This modification increases the estimated cost by (b)(4) from (b)(4) to (b)(4).

7. EXCEPT AS PROVIDED HEREIN, ALL OTHER TERMS AND CONDITIONS OF CONTRACT NUMBER N00014-10-C-0246 REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00002			4. PR NUMBER 11PR03931-02									
CLVSLIN	5. LINE OF ACCOUNTING													7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOCACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE					
											PROJ UNIT	MCC	FBIJ & SUF			
	AD AC	1711319 1711319	W3DN W2DR	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	02915 08051	000 000	MPH0 MPI0			FR#11PR03931-02 FRC:1MPH PR#11PR03931-02 PRC:1MPI
PAGE TOTAL													\$250,000.00			
GRAND TOTAL													\$250,000.00			
PREPARED/AUTHORIZED BY: DATE:							COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ DATE: _____									
for COMPTROLLER, ONR CONTRACT REVIEWED																

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			CONTRACT ID CODE D0-C9(U)	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. P00003	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-03/ 1058584	5. PROJECT NO. (If applicable) N.A.	
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (If other than item 6) SCD-C	CODE S0512A	
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAVE (703) 696-5345 E-mail: Kenesha.y.hargrave@navy.mil 875 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91348-9608		
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91387-2602		(3) 9.A. AMENDMENT OF SOLICITATION NO. N.A. <input type="checkbox"/> 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010		
CODE 326T5	FACILITY CODE			

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

N/A

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.



(3)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input checked="" type="checkbox"/>	
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification

E. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to incorporate Department of Defense Contract Security Classification Specification (DD Form 254) to Contract Number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) ALLEN SAUCK, DIRECTOR OF FINANCE	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER
15B. CONTRACTOR/OFFEROR 	15C. DATE SIGNED 9 MARCH 2011
15D. UNITED STATES OF AMERICA 	16C. DATE SIGNED 3/11/2011

(Signature of person authorized to sign)

SN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)

Prescribed by GSA

FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. Section I (B), entitled "ADDITIONAL FAR AND DFARS CLAUSES" is revised to include the following Defense Acquisitions Regulation Clauses (DFAR) as a result of the inclusion of the Form DD 254 to the contract:

X	FAR 52.204-2	Security Requirements (Aug 1996) (Applicable If Contract Will Generate Or Require Access To Classified Information And DD Form 254, Contract Security Classification Specification, Is Issued To The Contractor)
X	DFARS 252.204-7000	Disclosure of Information (DEC 1991) (Applies when Contractor will have access to or generate unclassified information that may be sensitive and inappropriate for release to the public)
X	DFARS 252.204-7005	Oral Attestation of Security Responsibilities (NOV 2001) (Applicable if FAR 52.204, Security Requirements applies)
X	DFARS 252.223-7004	Drug-Free Work Force (SEP 1988) (Applicable (a) if contract involves access to classified information: or (b) when the Contracting Officer determines that the clause is necessary for reasons of national security or for the purpose of protecting the health or safety of performance of the contract.
X	FAR 52.227-10	Filing of Patent Applications – Classified Subject Matter (DEC 2007) (Applicable to solicitations and contracts where the work reasonably might result in a patent application containing classified subject matter and when the contract includes a DD254)

2. Section J, entitled "List of Attachments" is deleted in its entirety and replaced with the following:

1. EXHIBIT A entitled "Contract Data Requirements List" (DD Form 1423) – 7 Pages with Enclosure Number 1, entitled "Contract Data Requirements List – Instructions for Distribution."

2. Attachment Number 1, Statement of Work entitled "Modular Photonic Mast Housing" – 8 Pages.

3. Attachment Number 2, entitled "Individual Subcontracting Plan – 8 Pages.

4. Attachment Number 3, entitled "Department of Defense Contract Security Classification Specification" - 3 pages

5. Attachment Number 4, entitled "Report Documentation Page" (SF 298) – 1 Page.

6. Attachment Number 5, entitled "Financial Accounting Data Sheet" – 4 Pages.

This modification makes no change to the Total Estimated Contract Consideration of this contract. This modification makes no change to the Total Estimated Cost & Fixed Fee of this contract.

All other terms and conditions remain unchanged.

DEPARTMENT OF DEFENSE CONTRACT SECURITY CLASSIFICATION SPECIFICATION <i>(The requirements of the DoD Industrial Security Manual apply to all security aspects of this effort.)</i>				1. CLEARANCE AND SAFEGUARDING SER:026-11 a. FACILITY CLEARANCE REQUIRED <div style="text-align: center;">SECRET</div> b. LEVEL OF SAFEGUARDING REQUIRED <div style="text-align: center;">SECRET</div>																																																																																																																	
2. THIS SPECIFICATION IS FOR: <i>(X and complete as applicable)</i>				3. THIS SPECIFICATION IS: <i>(X and complete as applicable)</i>																																																																																																																	
<input checked="" type="checkbox"/> a. PRIME CONTRACT NUMBER <div style="text-align: center;">N00014-10-C-0246</div>		<input checked="" type="checkbox"/> a. ORIGINAL <i>(Complete date in all cases)</i> <div style="text-align: right;">DATE (YYYYMMDD) 20101216</div>																																																																																																																			
b. SUBCONTRACT NUMBER		b. REVISED <i>(Supersedes all previous specs)</i>		REVISION NO. <div style="text-align: right;">DATE (YYYYMMDD)</div>																																																																																																																	
c. SOLICITATION OR OTHER NUMBER		DUE DATE (YYYYMMDD)		c. FINAL <i>(Complete item 5 in all cases)</i> <div style="text-align: right;">DATE (YYYYMMDD)</div>																																																																																																																	
4. IS THIS A FOLLOW-ON CONTRACT? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO. If Yes, complete the following: Classified material received or generated under _____ <i>(Preceding Contract Number)</i> is transferred to this follow-on contract.																																																																																																																					
5. IS THIS A FINAL DD FORM 254? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO. If Yes, complete the following: In response to the contractor's request dated _____, retention of the classified material is authorized for the period of _____.																																																																																																																					
6. CONTRACTOR <i>(Include Commercial and Government Entity (CAGE) Code)</i>																																																																																																																					
a. NAME, ADDRESS, AND ZIP CODE Panavision Federal Systems, LLC 21300 Victory Blvd., Suite 840 Woodland Hills, CA 91367-2602		b. CAGE CODE <div style="text-align: center;">326T5</div>		c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> Defense Security Service (IOFWP) 3452 E. Foothill Boulevard, Suite 524 Pasadena, CA 91107-3142																																																																																																																	
7. SUBCONTRACTOR																																																																																																																					
a. NAME, ADDRESS, AND ZIP CODE N/A		b. CAGE CODE		c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> N/A																																																																																																																	
8. ACTUAL PERFORMANCE																																																																																																																					
a. LOCATION N/A		b. CAGE CODE		c. COGNIZANT SECURITY OFFICE <i>(Name, Address, and Zip Code)</i> N/A																																																																																																																	
9. GENERAL IDENTIFICATION OF THIS PROCUREMENT Develop a modular mast housing for the next generation photonics mast as well as provide both infrared and visible panoramic imaging capability.																																																																																																																					
<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th colspan="2">10. CONTRACTOR WILL REQUIRE ACCESS TO:</th> <th>YES</th> <th>NO</th> <th colspan="2">11. IN PERFORMING THIS CONTRACT, THE CONTRACTOR WILL:</th> <th>YES</th> <th>NO</th> </tr> <tr> <td>a. COMMUNICATIONS SECURITY (COMSEC) INFORMATION</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>a. HAVE ACCESS TO CLASSIFIED INFORMATION ONLY AT ANOTHER CONTRACTOR'S FACILITY OR A GOVERNMENT ACTIVITY</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td>b. RESTRICTED DATA</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>b. RECEIVE CLASSIFIED DOCUMENTS ONLY</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td>c. CRITICAL NUCLEAR WEAPON DESIGN INFORMATION</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>c. RECEIVE AND GENERATE CLASSIFIED MATERIAL</td> <td></td> <td><input checked="" type="checkbox"/></td> <td></td> </tr> <tr> <td>d. FORMERLY RESTRICTED DATA</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>d. FABRICATE, MODIFY, OR STORE CLASSIFIED HARDWARE</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td>e. INTELLIGENCE INFORMATION</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>e. PERFORM SERVICES ONLY</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td>(1) Sensitive Compartmented Information (SCI)</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>f. HAVE ACCESS TO U.S. CLASSIFIED INFORMATION OUTSIDE THE U.S., PUERTO RICO, U.S. POSSESSIONS AND TRUST TERRITORIES</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> </tr> <tr> <td>(2) Non-SCI</td> <td></td> <td></td> <td><input checked="" type="checkbox"/></td> <td>g. 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12. PUBLIC RELEASE. Any information (classified or unclassified) pertaining to this contract shall not be released for public dissemination except as provided by the Industrial Security Manual or unless it has been approved for public release by appropriate U.S. Government authority. Proposed public releases shall be submitted for approval prior to release ☐ Direct ☒ Through (Specify)

Office of Naval Research, Michael Duncan, ONR Code 312, One Liberty Center, 875 N. Randolph Street, Arlington, VA 22203-1995

to the Directorate for Freedom of Information and Security Review, Office of the Assistant Secretary of Defense (Public Affairs)* for review.
*In the case of non-DoD User Agencies, requests for disclosure shall be submitted to that agency.

13. SECURITY GUIDANCE. The security classification guidance needed for this classified effort is identified below. If any difficulty is encountered in applying this guidance or if any other contributing factor indicates a need for changes in this guidance, the contractor is authorized and encouraged to provide recommended changes; to challenge the guidance or the classification assigned to any information or material furnished or generated under this contract; and to submit any questions for interpretation of this guidance to the official identified below. Pending final decision, the information involved shall be handled and protected at the highest level of classification assigned or recommended. (Fill in as appropriate for the classified effort. Attach, or forward under separate correspondence, any documents/guides/extracts referenced herein. Add additional pages as needed to provide complete guidance.)

**** Information generated under this contract shall be classified in accordance with OPNAVINST S5513.5B, Encl. (69.2) Periscopes (Revised 13 JAN 98). Further classification guidance will be provided as necessary by the Program Officer.**

1. Document preparation and distribution shall be only as prescribed by the Program Officer.
2. Forward copies of any subcontractor DD254's issued incident to this contract to the official shown in item 16.a below.
3. The attached FOUO Information Sheet is hereby made a part of this DD 254.
4. To obtain documentation/information submit requests to official listed in 16.a below.

Program Officer:
Office of Naval Research
Michael Duncan, ONR Code 312
One Liberty Center
875 N. Randolph Street
Arlington, VA 22203

14. ADDITIONAL SECURITY REQUIREMENTS. Requirements, in addition to ISM requirements, are established for this contract. ☐ Yes ☒ No
(If Yes, identify the pertinent contractual clauses in the contract document itself, or provide an appropriate statement which identifies the additional requirements. Provide a copy of the requirements to the cognizant security office. Use Item 13 if additional space is needed.)

15. INSPECTIONS. Elements of this contract are outside the inspection responsibility of the cognizant security office. ☐ Yes ☒ No
(If Yes, explain and identify specific areas or elements carved out and the activity responsible for inspections. Use Item 13 if additional space is needed.)

16. CERTIFICATION AND SIGNATURE. Security requirements stated herein are complete and adequate for safeguarding the classified information to be released or generated under this classified effort. All questions shall be referred to the official named below.

a. TYPED NAME OF CERTIFYING OFFICIAL Diana Pacheco [diana.pacheco@navy.mil]	b. TITLE Contracting Officer for Security Matters	c. TELEPHONE (Include Area Code) (703) 696-8177
--	--	--

d. ADDRESS (Include Zip Code)
Office of Naval Research
One Liberty Center, 875 N. Randolph Street
Arlington, VA 22203-1995

e. SIGNATURE

17. REQUIRED DISTRIBUTION

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | a. CONTRACTOR |
| <input type="checkbox"/> | b. SUBCONTRACTOR |
| <input checked="" type="checkbox"/> | c. COGNIZANT SECURITY OFFICE FOR PRIME AND SUBCONTRACTOR |
| <input type="checkbox"/> | d. U.S. ACTIVITY RESPONSIBLE FOR OVERSEAS SECURITY ADMINISTRATION |
| <input type="checkbox"/> | e. ADMINISTRATIVE CONTRACTING OFFICER |
| <input checked="" type="checkbox"/> | f. OTHERS AS NECESSARY ONR 321, 43, 25 |

"FOR OFFICIAL USE ONLY" (FOUO) INFORMATION SHEET"**1. General**

a. The "For Official Use Only" (FOUO) marking is assigned to information at the time of its creation by a DoD Agency. It is not authorized as a substitute for a security classification marking but is used on official government information that may be withheld from the public under exemptions 2 through 9 of the Freedom of Information Act.

b. Use of the FOUO marking does not mean that the information cannot be released to the public, only that it must be reviewed by the Government prior to its release to determine whether a significant and legitimate government purpose is served by withholding the information or portions of it.

2. Identification Markings

a. An unclassified document containing FOUO information will be marked "For Official Use Only" at the bottom of the front cover (if any), on the first page, on each page containing FOUO information, on the back page, and on the outside of the back cover (if any). No portion markings will be shown.

b. Within a classified document, an individual page that contains both FOUO and classified information will be marked at the top and bottom with the highest security classification of information appearing on the page. If an individual portion contains FOUO information but no classified information, the portion will be marked "FOUO."

c. Any "For Official Use Only" information released to a contractor by a DoD Agency is required to be marked with the following statement prior to transfer:

This document contains information EXEMPT FROM MANDATORY DISCLOSURE under the FOIA. Exemption(s) _____ apply.

d. Removal of the "For Official Use Only" marking can only be accomplished by the originator or other competent authority. When the "For Official Use Only" status is terminated, all known holders will be notified to the extent practical.

3. **Dissemination.** Contractors may disseminate "For Official Use Only" information to their employees and subcontractors who have a need for the information in connection with a classified contract.

4. **Storage.** During working hours, "For Official Use Only" information shall be placed in an out-of-sight location if the work area is accessible to persons who do not have a need for the information. During nonworking hours, the information shall be stored to preclude unauthorized access. Filing such material with other unclassified records in unlocked files or desks is adequate when internal building security is provided during nonworking hours. When such internal security control is not exercised, locked buildings or rooms will provide adequate after-hours protection or the material can be stored in locked receptacles such as file cabinets, desks, or bookcases.

5. **Transmission.** "For Official Use Only" information may be sent via first-class mail or parcel post. Bulky shipments may be sent by fourth-class mail.

6. **Disposition.** When no longer needed, FOUO information may be disposed of by tearing each copy into pieces to preclude reconstructing, and placing it in a regular trash container or as directed by the DoD Agency.

7. **Unauthorized Disclosure.** Unauthorized disclosure of "For Official Use Only" information does not constitute a security violation but the releasing agency should be informed of any unauthorized disclosure. The unauthorized disclosure of FOUO information protected by the Privacy Act may result in criminal sanctions.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				CONTRACT ID CODE D0-C9(U)		PAGE OF PAGES 1 2	
2. AMENDMENT/MODIFICATION NO. P00004		3. EFFECTIVE DATE SEE BLOCK 16C		4. REQUISITION/PURCHASE REG. NO. 11PR03931-04/ 1058584		5. PROJECT NO. (if applicable) N.A.	
6. ISSUED BY CODE		N00014		7. ADMINISTERED BY (if other than item 6) SCD-C		CODE S0512A	
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAVE (703) 696-5345 E-mail: Kenesha.y.hargrave@navy.mil 875 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995				DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91346-9608			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602				<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO. N.A. <input type="checkbox"/> 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 <input type="checkbox"/> 10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010			
CODE 326T5		FACILITY CODE					

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and data specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and data specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

N/A

**13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.**

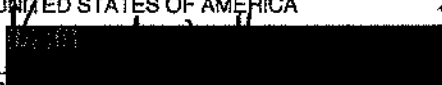
<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification

E. IMPORTANT: Contractor ☐ is not, ☒ is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is correct the subCLINs in CLIN 0002 under contract N00014-10-C-0246 at no additional cost to the government.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY  (Signature)	16C. DATE SIGNED 3/14/2011
(Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVOCNR OVERPRINT (3-88)		30-105	

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	BASE The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(4)	(b)(4)	\$646,054.00
	000101 ACRN AA: (b)(4) 000102 ACRN AB: (b)(4) 000103 ACRN AC: (b)(4)			
	Option I			
0002	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000201 ACRN AD: (b)(4) 000202 ACRN AC: (b)(4)	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$646,054.00

NSP = Not Separately Priced.

All other terms and conditions remain unchanged.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

AMENDMENT/MODIFICATION NO. 00005	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-05 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
NR 251 KENESHA Y. HARGRAVE (703) 696-5345
-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

ANAVISION FEDERAL SYSTEMS, LLC
1300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

ODE
26T5

FACILITY CODE

<input checked="" type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

4. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$75,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

5A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenisha Y. Hargrave CONTRACTING OFFICER
5B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED	16C. DATE SIGNED 3/31/2011
Signature of person authorized to sign	(Signature of Contracting Officer)

N 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
AVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b) (4)	(b) (4)	\$646,054.00
	<p>000101 ACRN AA: (b) (4)</p> <p>000102 ACRN AB: (b) (4)</p> <p>000103 ACRN AC: (b) (4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b) (4)</p> <p>000202 ACRN AC: (b) (4)</p> <p>000203 ACRN AC: (b) (4)</p>	(b) (4)	(b) (4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b) (4)	(b) (4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with	*NSP	*NSP	*NSP

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Software			
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
 - (b) CLIN 0001 is fully funded.
 - (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is \$325,000.00; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of (b)(4) will cover the period from the start date of Option I through two (2) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGE
1 3

2. AMENDMENT/MODIFICATION NO. P00006	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-06 / NAVRIS # 1058584	5. PROJECT NO. (If applicable) N.A.
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (If other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

(✓)	9.A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

CODE
326T5

FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and data specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and data specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(✓)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 9 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$305,946.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lynn Christian Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA B	16C. DATE SIGNED 5/16/2011
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b)(4)	(b)(4)	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module	*NSP	*NSP	*NSP

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	w/Cooler-IMU, MPH System Software			
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is \$630,946; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$630,946 will cover the period from the start date of Option I through five (5) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIRY (CRITICAL)		3. MOD (CRITICAL) P00006			4. PR NUMBER 11PR03931-06							
CLIN/SLIN	6. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC			PDI & SUF
	AD AC	1711319 1711319	W3DN W2DE	255 255	RA RA	313 313	0 0	068342 068342	2D 2D	000000 000000	02915 08051	000 000	MPH0 MPI0		PR#11PR03931-06 FRC:IMPH PR#11PR03931-06 FRC:IMPI
PAGE TOTAL													\$305,946.00		
GRAND TOTAL													\$305,946.00		
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE									
DATE:						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:									


FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIIN (CRITICAL)		3. MOD (CRITICAL) P00006		4. PR NUMBER 11PR03931-06			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN	
		<p style="font-size: 1.2em;">This page is intentionally blank</p>							
PAGE TOTAL						\$.00			
GRAND TOTAL						\$.00			
PREPARED/AUTHORIZED BY: DATE:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:			

Contract Distribution Sheet

CR Number: 11PR03931-06
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00006

Distribution Date: **MAY 17 2011**

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				CONTRACT ID CODE D0-C9(U)	PAGE OF PAGES 1 3
2. AMENDMENT/MODIFICATION NO. P00007	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-07 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.		
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A		
OFFICE OF NAVAL RESEARCH ONR 251 KENESHA Y. HARGRAVE (703) 696-5345 E-mail: Kenesha.y.hargrave@navy.mil 875 North Randolph Street, Suite OLC 1279 Arlington VA 22203-1995		DCMA LOS ANGELES P.O. BOX 9608 MISSION HILLS, CA 91346-9608			
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code) PANAVISION FEDERAL SYSTEMS, LLC 21300 VICTORY BLVD. SUITE 840 WOODLAND HILLS, CA 91367-2602		<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO. N.A. <input type="checkbox"/> 9B. DATED (SEE ITEM 11) <input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246 10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010			
CODE 326T5	FACILITY CODE				
11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS					

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

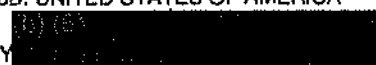
13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return 2 copies to the issuing office.	

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$113,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lynn Christian Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY 	16C. DATE SIGNED 5/16/2011
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b) (4)	(b) (4)	\$646,054.00
	<p>000101 ACRN AA: (b) (4)</p> <p>000102 ACRN AB: (b) (4)</p> <p>000103 ACRN AC: (b) (4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b) (4)</p> <p>000202 ACRN AC: (b) (4)</p> <p>000203 ACRN AC: (b) (4)</p> <p>000204 ACRN AC: (b) (4)</p> <p>000205 ACRN AD: (b) (4)</p> <p>000206 ACRN AC: (b) (4)</p>	(b) (4)	(b) (4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b) (4)	(b) (4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b) (4)	(b) (4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b) (4) and a fixed fee of (b) (4).
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0001 of this contract is (b) (4); including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of (b) (4) will cover the period from the start date of Option I through six (6) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00007			4. PR NUMBER 11PR03931-07							
CLIN/SUN	6. LINE OF ACCOUNTING												7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN	
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC			POLI & SUF
	AC	1711319	W2DE	255	RA	313	0	068342	2D	000000	08051	000	MP10	\$113,000.00	PR#11PR03931-07 FRC:1MPI
PAGE TOTAL														\$113,000.00	
GRAND TOTAL														\$113,000.00	
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE									
						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00007		4. PR NUMBER 11PR03931-07			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION					8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN
<p style="font-size: 24px;">This page is intentionally blank</p>									
PAGE TOTAL							\$.00		
GRAND TOTAL							\$.00		
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE: _____			
DATE:									

Contract Distribution Sheet

CR Number: 11PR03931-07
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00007

Distribution Date:

MAY 17 2011

Distributed By:

(b)(6)

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

1. AMENDMENT/MODIFICATION NO. P00008	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 11PR03931-09 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	N00014	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
175 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

1. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
11300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ORIGINAL

CODE
326T5

FACILITY CODE

<input checked="" type="checkbox"/>	9A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/>	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input checked="" type="checkbox"/>	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 9 copies to the issuing office.

4. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$200,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lynn Christian Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA
15C. DATE SIGNED	16C. DATE SIGNED 9/6/2011
Signature of person authorized to sign	Signature of Contracting Officer

SN 7540-01-152-8070
PREVIOUS EDITION UNUSABLE
NAVOONR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b) (4)	(b) (4)	\$646,054.00
	<p>000101 ACRN AA: (b) (4)</p> <p>000102 ACRN AB: (b) (4)</p> <p>000103 ACRN AC: (b) (4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b) (4)</p> <p>000202 ACRN AC: (b) (4)</p> <p>000203 ACRN AC: (b) (4)</p> <p>000204 ACRN AC: (b) (4)</p> <p>000205 ACRN AD: (b) (4)</p> <p>000206 ACRN AC: (b) (4)</p> <p>000207 ACRN AE: (b) (4)</p>	(b) (4)	(b) (4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b) (4)	(b) (4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		\$3,470,231.00	(b)(4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of **(b)(4)** and a fixed fee of **(b)(4)**.
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of **(b)(4)** and a fixed fee of **(b)(4)**. The total amount presently available for payment and allotted to CLIN 0002 of this contract is **\$943,946; including an estimated cost of (b)(4) and a fixed fee of (b)(4)**. It is estimated that the amount allotted of \$943,946 will cover the period from the start date of Option I through seven (7) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIN (CRITICAL)			3. MOD (CRITICAL) P00008			4. PR NUMBER 11PR03931-09						
CLIN/SLIN	6. LINE OF ACCOUNTING											7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN		
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT			MCC	PCLI & SUF
	AE	1711319	W3TP	255	RA	313	0	068342	2D	000000	02223	000	MPJO	\$200,000.00	PR#11PR03931-09 FRC:1MPJ
PAGE TOTAL														\$200,000.00	
GRAND TOTAL														\$200,000.00	
PREPARED/AUTHORIZED BY: DATE:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE: _____									

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIIN (CRITICAL)	3. MOD (CRITICAL) P00008	4. PR NUMBER 11PR03931-09		
5. CLIN/SUN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION			8. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN
		This page is intentionally blank				
PAGE TOTAL					\$.00	
GRAND TOTAL					\$.00	
PREPARED/AUTHORIZED BY: DATE:				COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:		

Contract Distribution Sheet

CR Number: 11PR03931-09
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00008

Distribution Date: **SEP 07 2011**

Distributed By:



___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:

00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

2. AMENDMENT/MODIFICATION NO. P00009	3. EFFECTIVE DATE SEE BLOCK 16C	4. REQUISITION/PURCHASE REG. NO. 12PR00944-00 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE N00014	7. ADMINISTERED BY (if other than item 6) SCD-C		CODE S0512A

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91348-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

(✓)	9.A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/>	9B. DATED (SEE ITEM 11)
(X)	10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
	10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

CODE
326T5

FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(✓)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
(X)	D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

E. IMPORTANT: Contractor ☒ is not, ☐ is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$80,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Casey W. Ross Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA BY [REDACTED] (Signature of Contracting Officer)	16C. DATE SIGNED 11/8/11

(Signature of person authorized to sign)
SN 7540-01-162-8070
PREVIOUS EDITION UNUSABLE
NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b) (4)	(b) (4)	\$646,054.00
	<p>000101 ACRN AA: (b) (4)</p> <p>000102 ACRN AB: (b) (4)</p> <p>000103 ACRN AC: (b) (4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b) (4)</p> <p>000202 ACRN AC: (b) (4)</p> <p>000203 ACRN AC: (b) (4)</p> <p>000204 ACRN AC: (b) (4)</p> <p>000205 ACRN AD: (b) (4)</p> <p>000206 ACRN AC: (b) (4)</p> <p>000207 ACRN AE: (b) (4)</p> <p>000208 ACRN AF: (b) (4)</p>	(b) (4)	(b) (4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b) (4)	(b) (4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:				\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0002 of this contract is \$1,023,946; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$1,023,946 will cover the period from the start date of Option I through nine (9) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00009			4. PR NUMBER 12PR00944-00							
CLIN/SLIN	6. LINE OF ACCOUNTING											7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN		
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT			MCC	PDI & SUF
	AF	1721319	W3DN	255	RA	313	0	068342	2D	000000	02915	000	M8H0	\$80,000.00	PR#12PR00944-00 FRC:1MPH
PAGE TOTAL														\$80,000.00	
GRAND TOTAL														\$80,000.00	
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL:									
DATE:						FOR FISCAL DATA AND SIGNATURE									
						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									


FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00009		4. PR NUMBER 12PR00944-00			
5. CLIN/SLIN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION					8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN
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							PAGE TOTAL	\$.00	
							GRAND TOTAL	\$.00	
PREPARED/AUTHORIZED BY: DATE:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:			

Contract Distribution Sheet

CR Number: 12PR00944-00
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00009

Distribution Date: NOV 14 2011

Distributed By: 

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANA VISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

2. AMENDMENT/MODIFICATION NO. P00010	3. EFFECTIVE DATE SEE BLOCK 16C N00014	4. REQUISITION/PURCHASE REG. NO. 12PR00944-01 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A	

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
875 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

CODE
326T5

FACILITY CODE

<input checked="" type="checkbox"/> 9A. AMENDMENT OF SOLICITATION NO. N.A.
<input type="checkbox"/> 9B. DATED (SEE ITEM 11)
<input checked="" type="checkbox"/> 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and data specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and data specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

<input type="checkbox"/> A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/> B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/> C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:
<input checked="" type="checkbox"/> D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds
E. IMPORTANT: Contractor <input checked="" type="checkbox"/> is not, <input type="checkbox"/> is required to sign this document and return 0 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$800,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Keneshia Y. Hargrave CONTRACTING OFFICER
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED
(Signature of person authorized to sign) SN 7540-01-152-8070 PREVIOUS EDITION UNUSABLE NAVOCNR OVERPRINT (3-88)	16B. DATE SIGNED 12/15/2011

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p><i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i></p>	(b)(4)	(b)(4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b)(4)	(b)(4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b)(4) and a fixed fee of (b)(4).
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b)(4) and a fixed fee of (b)(4). The total amount presently available for payment and allotted to CLIN 0002 of this contract is \$1,823,946; including an estimated cost of (b)(4) and a fixed fee of (b)(4). It is estimated that the amount allotted of \$1,823,946 will cover the period from the start date of Option I through sixteen (16) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246			2. SPIN (CRITICAL)			3. MOD (CRITICAL) P00010			4. PR NUMBER 12PR00944-01						
CLIN/LIN	6. LINE OF ACCOUNTING													7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA	K. COST CODE				
											PROJ UNIT	MCC	POU & SUF		
	AF	1721319	W3DN	255	RA	313	0	060342	2D	000000	02915	000	MPRO	\$800,000.00	PR#12PR00944-01 FRC:1MPH
PAGE TOTAL														\$800,000.00	
GRAND TOTAL														\$800,000.00	
PREPARED/AUTHORIZED BY:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE									
DATE:						BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED									
DATE:						DATE:									

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N000141DCD246		2. SPAN (CRITICAL)		3. MOD (CRITICAL) P00010		4. PR NUMBER 12PR00944-01			
5. CLIN/SUN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN	
		This page is intentionally blank							
PAGE TOTAL						\$.00			
GRAND TOTAL						\$.00			
PREPARED/AUTHORIZED BY: DATE:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE:			

Contract Distribution Sheet

CR Number: 12PR00944-01
Contract Number: N0001410C0246
Specialist: WARD, TIMOTHY J. ONR: BD251
Modification Number: P00010

Distribution Date:

Distributed By:

___ PCO, ONR Arlington (Original)

___ Contractor (Duplicate Original)

Short Contractor Code and Address:

PVSN
PANA VISION FEDERAL SYSTEMS, LLC
21300 VICTORY BLVD STE 840
WOODLAND HILLS, CA 91367-2602 US

___ ACO

ACO MILSCAP Code and Address:

S0512A
DCMA LOS ANGELES-S0512A
P.O. BOX 9608
MISSION HILLS, CA 91346-9608 US

___ Payment Office

DODAAD Code and Address:

HQ0339
DFAS COLUMB WEST ENTL-HQ0339
PO BOX 182381
COLUMBUS, OH 43218-2381 US

___ ONR:
00CC

Program Officer: DUNCAN, DR. MICHAEL D., ONR Other

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

CONTRACT ID CODE
D0-C9(U)PAGE OF PAGES
1 3

1. AMENDMENT/MODIFICATION NO. 00011	3. EFFECTIVE DATE SEE BLOCK 16C N00014	4. REQUISITION/PURCHASE REG. NO. 12PR00944-02 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.
6. ISSUED BY CODE	7. ADMINISTERED BY (if other than item 6) SCD-C	CODE S0512A	

OFFICE OF NAVAL RESEARCH
ONR 251 KENESHA Y. HARGRAVE (703) 696-5345
E-mail: Kenesha.y.hargrave@navy.mil
375 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

PANAVISION FEDERAL SYSTEMS, LLC
11300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

(a) 9A. AMENDMENT OF SOLICITATION NO. N.A.
(b) 9B. DATED (SEE ITEM 11)
(c) 10A. MODIFICATION OF CONTRACT/ORDER NO. N00014-10-C-0246
10B. DATED (SEE ITEM 13) 21 SEPTEMBER 2010

CODE
326T5

FACILITY CODE

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

(a) A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A. <input type="checkbox"/>
B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b). <input type="checkbox"/>
C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION: <input type="checkbox"/>
D. OTHER (Specify type of modification and authority) FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds <input checked="" type="checkbox"/>

E. IMPORTANT: Contractor ☒ is not. ☐ is required to sign this document and return 2 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to provide an increment of funding to CLIN 0002 in the amount of \$1,000,000.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print)	16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Lynn Christian Contracting Officer
15B. CONTRACTOR/OFFEROR	16B. UNITED STATES OF AMERICA BY: [Redacted] (Signature of Contracting Officer)
15C. DATE SIGNED	16C. DATE SIGNED 1/30/2012

Signature of person authorized to sign)

SN 7540-01-152-8070

PREVIOUS EDITION UNUSABLE

NAVOCNR OVERPRINT (3-88)

30-105

STANDARD FORM 30 (REV. 10-83)
Prescribed by GSA
FAR (48 CFR) 53.243

Effective as of the date of this modification:

1. The funds available for performance under this order are increased by the amount set forth in the attached FAD sheets.
2. Section B, entitled "Supplies or Services and Prices/Cost" is revised to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00
	Option II			
0003	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</p>	(b)(4)	(b)(4)	\$8,564,545.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		(b) (4)	(b) (4)	\$3,470,231.00

NSP = Not Separately Priced.

3. Section G - Contract Administration Data subpart 1.3, entitled "Allotment of Funds" is hereby revised as follows:

1.3 Allotment of Funds

- (a) It is hereby understood and agreed that this contract will not exceed a total amount of \$3,470,231; including an estimated cost of (b) (4) and a fixed fee of (b) (4).
- (b) CLIN 0001 is fully funded.
- (c) It is hereby understood and agreed that CLIN 0002 will not exceed a total amount of \$2,824,177; including an estimated cost of (b) (4) and a fixed fee of (b) (4). The total amount presently available for payment and allotted to CLIN 0002 of this contract is \$2,823,946; including an estimated cost of (b) (4) and a fixed fee of (b) (4). It is estimated that the amount allotted of \$2,823,946 will cover the period from the start date of Option I through twenty-four (24) months.
4. All other terms and conditions of the above numbered contract including estimated cost and fixed fee remain unchanged and in full force and effect.

FINANCIAL ACCOUNTING DATA SHEET - NAVY

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIN (CRITICAL)		3. MOD (CRITICAL) P00011		4. PR NUMBER 12PR00944-02									
CLIN/SUN	5. LINE OF ACCOUNTING										7. AMOUNT (CRITICAL)	NAVY INTERNAL USE ONLY REF DOC/ACRN			
	A. ACRN (CRITICAL)	B. APPROPRIATION (CRITICAL)	C. SUBHEAD (CRITICAL)	D. OBJ CLA	E. PARAM	F. RFM	G. SA	H. AAA (CRITICAL)	I. IT	J. PAA			K. COST CODE		
	AF	1721319	W3DN	255	RA	313	0	068342	2D	000000	PROJ UNIT 02915	MCC 000	PDU & SUF MPHO	\$1,000,000.00	PR#12PR00944-02 FRC:1MPH
PAGE TOTAL													\$1,000,000.00		
GRAND TOTAL													\$1,000,000.00		
PREPARED/AUTHORIZED BY: DATE:						COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ DATE: _____						for COMPTROLLER, ONR CONTRACT REVIEWED			

FINANCIAL ACCOUNTING DATA SHEET – NON-NAVY DoD ACTIVITIES

1. CONTRACT NUMBER (CRITICAL) N0001410C0246		2. SPIIN (CRITICAL)		3. MOD (CRITICAL) P00011		4. PR NUMBER 12PR00944-02			
5. CUN/SLN	6. ACRN (CRITICAL)	7. ACCOUNTING CITATION				8. AMOUNT (CRITICAL)		NAVY INTERNAL USE ONLY REF DOC/ACRN	
		<p style="font-size: 1.2em;">This page is intentionally blank</p>							
PAGE TOTAL						\$ - 00			
GRAND TOTAL						\$ - 00			
PREPARED/AUTHORIZED BY: DATE:					COMPTROLLER APPROVAL: FOR FISCAL DATA AND SIGNATURE BY _____ for COMPTROLLER, ONR CONTRACT REVIEWED DATE: _____				

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT			CONTRACT ID CODE D0-C9(U)		PAGE OF PAGES 1 4	
AMENDMENT/MODIFICATION NO. 00012	3. EFFECTIVE DATE SEE BLOCK 16C N00014	4. REQUISITION/PURCHASE REG. NO. 12PR00944-03 / NAVRIS # 1058584	5. PROJECT NO. (if applicable) N.A.			
ISSUED BY CODE	7. ADMINISTERED BY (if other than item 6) SCD-C		CODE		S0512A	

OFFICE OF NAVAL RESEARCH
NR 251 KENESHA Y. HARGRAVE (703) 696-5345
-mail: Kenesha.y.hargrave@navy.mil
75 North Randolph Street, Suite OLC 1279
Arlington VA 22203-1995

DCMA LOS ANGELES
P.O. BOX 9608
MISSION HILLS, CA 91346-9608

NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and ZIP Code)

ANAVISION FEDERAL SYSTEMS, LLC
1300 VICTORY BLVD. SUITE 840
WOODLAND HILLS, CA 91367-2602

ODE
26T5

FACILITY CODE

(P)

9.A. AMENDMENT OF SOLICITATION NO.

N.A.

☐

9B. DATED (SEE ITEM 11)

☒

10A. MODIFICATION OF CONTRACT/ORDER NO.

N00014-10-C-0246

10B. DATED (SEE ITEM 13)

21 SEPTEMBER 2010

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in item 14. The hour and date specified for receipt of Offers ☐ is extended ☐ is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods: (a) By completing items 8 and 15, and returning copies of the amendment; (b) By acknowledging receipt of the amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

2. ACCOUNTING AND APPROPRIATION DATA (if required)

SEE THE ATTACHED FINANCIAL ACCOUNTING DATA (FAD) SHEETS

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED ITEM 14.

☐ A. THIS CHANGE ORDER IS ISSUED PURSUANT TO (Specify Authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.

☐ B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).

☐ C. SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
AUTHORITY FOR OTHER THAN FULL AND OPEN COMPETITION:

☒ D. OTHER (Specify type of modification and authority)
FAR 43.103(b) Unilateral Modification; FAR 52.232-22 Limitation of Funds

IMPORTANT: Contractor ☒ is not. ☐ is required to sign this document and return 9 copies to the issuing office.

4. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purposes of this modification are to:

- (1) provide an increment of funding in the amount of \$231.00 and fully fund Option I (CLIN0002); and
- (2) exercise Option II (CLINs 0003, 0004, and 0005) in the amount of \$8,564,545.00 and provide an increment of funding to CLIN 0003 in the amount of \$1,780,769.00 under contract number N00014-10-C-0246.

Except as provided herein, all terms and conditions of the document referenced in item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

5A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Kenesha Y. Hargrave CONTRACTING OFFICER	
5B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. DATE SIGNED BY [Signature] (Signature of Contracting Officer)	16C. DATE SIGNED 2/21/2012
Signature of person authorized to sign N 7540-01-152-8070 REVISED EDITION UNUSABLE IAVOCNR OVERPRINT (3-88)		30-105 STANDARD FORM 30 (REV. 10-83) Prescribed by GSA FAR (48 CFR) 53.243	

Effective as of the date of this modification:

1. Option II (CLINs 0003, 0004, and 0005) are hereby exercised in the amount of \$8,564,545.00.
2. The funds available for the performance of this contract are increased by the amount set forth in the attached Financial Accounting (FAD) Data sheets.
3. Section B, entitled "Supplies or Services and Prices/Cost" to read as follows:

SECTION B - SUPPLIES OR SERVICES AND PRICES/COSTS

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
0001	<p>BASE</p> <p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p>	(b)(4)	(b)(4)	\$646,054.00
	<p>000101 ACRN AA: (b)(4)</p> <p>000102 ACRN AB: (b)(4)</p> <p>000103 ACRN AC: (b)(4)</p>			
	Option I			
0002	<p>The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A.</p> <p>000201 ACRN AD: (b)(4)</p> <p>000202 ACRN AC: (b)(4)</p> <p>000203 ACRN AC: (b)(4)</p> <p>000204 ACRN AC: (b)(4)</p> <p>000205 ACRN AD: (b)(4)</p> <p>000206 ACRN AC: (b)(4)</p> <p>000207 ACRN AE: (b)(4)</p> <p>000208 ACRN AF: (b)(4)</p> <p>000209 ACRN AF: (b)(4)</p> <p>000210 ACRN AF: (b)(4)</p> <p>000211 ACRN AF: (b)(4)</p>	(b)(4)	(b)(4)	\$2,824,177.00

ITEM NO.	SUPPLIES/SERVICES	ESTIMATED COST	FIXED FEE	TOTAL ESTIMATED COST & FIXED FEE
	Option II			
0003	The Contractor shall furnish the necessary personnel and facilities to conduct the research effort as described in Section C and provide reports and data in accordance with Exhibit A. 000301 ACRN AF: [REDACTED] 000302 ACRN AG: [REDACTED] <i>**Note: Before Exercising Option II a Chief of Naval Information (CHINFO) Announcement must be processed prior to option exercise.</i>	[REDACTED]	[REDACTED]	\$8,564,545.00
0004	Modular Phonics Mast Housing (MPH) including Antenna Adapter Module Hardware; 360 MWIR Module; 360 VISNIR Module; HR-VISNIR/MWIR Module; UMM Adapter Module w/Cooler-IMU, MPH System Software	*NSP	*NSP	*NSP
0005	In-board Computer System with Software	*NSP	*NSP	*NSP
TOTAL ESTIMATED CONTRACT CONSIDERATION:		[REDACTED]	[REDACTED]	\$12,034,776.00

NSP = Not Separately Priced.

4. In Section F entitled "Deliveries or Performance" is hereby deleted and revised as follows:
 1. The Research effort performed under CLIN 0001 shall be conducted from date of contract award (21 Sept 2010) through six (6) months thereafter.
 2. The research effort performed under Option I (CLIN 0002) shall be conducted during the period from the effective date of the option exercise through twenty-four (24) months.
 3. The research effort performed under CLIN 0003 shall be conducted during the period from the effective date of the option through thirty (30) months thereafter.
 4. CLIN 0004 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 4 below.
 5. CLIN 0005 shall be delivered F.O.B. Destination to the Program Officer at the address stated in paragraph 6 below.